

Appendix F

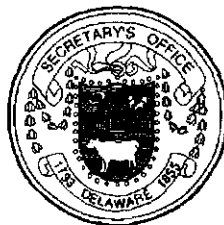
**Articles of Incorporation and
Certificate of Authority to Transact Business in Illinois**

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "BANDWIDTH.COM CLEC, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 2007, AT 12:51 O'CLOCK P.M.



4281536 8100

070024357

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5339487

DATE: 01-09-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:21 PM 01/09/2007
FILED 12:51 PM 01/09/2007
SRV 070024357 - 4281536 FILE

**STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION**

- FIRST: The name of the limited liability company is Bandwidth.com CLEC, LLC.
- SECOND: The address of the registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle. The name of its Registered Agent at such address is Corporation Service Company.
- THIRD: This Certificate of Formation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Bandwidth.com CLEC, LLC, this 9th day of January, 2007.



W. Christopher Matton, Authorized Person



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 01, 2007

0208679-4

ILLINOIS CORPORATION SERVICE C
801 ADLAI STEVENSON DRIVE
SPRINGFIELD, IL 62703-4261

RE BANDWIDTH.COM CLEC, LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**

December 2004

Secretary of State Jesse White
Department of Business Services
Limited Liability Division
Room 351 Howlett Building
501 S. Second St.
Springfield, IL 62756
www.cyberdriveillinois.com

Payment must be made by certified
check, cashier's check, Illinois
attorney's C.P.A.'s check or money
order payable to Secretary of State.

Illinois
Limited Liability Company Act
Application for Admission to Transact Business

SUBMIT IN DUPLICATE

Must be typewritten

This space for use by Secretary of State.

Filing Fee: \$ 500

Penalty: \$

Approved: *pk*

FILE # 0208679-4

This space for use by Secretary of State.

FILED

FEB 01 2007

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company name:
- Bandwidth.com CLEC, LLC

Must comply with Section 1-10 of ILLCA or item 2 below applies.

2. Assumed name, other than the true company name, under which the company proposes to transact business in Illinois:

If applicable, form LLC-1.20, Application to Adopt an Assumed Name, must be completed and attached to this application.

3. Jurisdiction of organization:
- Delaware

4. Date of organization:
- January 9, 2007

5. Period of duration:
- perpetual

6. Address, including county, of the office required to be maintained in the jurisdiction of its organization or, if not required, of the principal place of business (P.O. Box alone or c/o is unacceptable):

2711 Centerville Road, Suite 400

Number

Street

Suite #

Wilmington, Delaware, 19808, New Castle County

City/State

ZIP Code

County

7. Registered agent:
- Illinois Corporation Service Company

First Name

Middle Name

Last Name

Registered office: 801 Adlai Stevenson Drive(P.O. Box alone or
c/o is unacceptable.)

Number

Street

Suite #

Springfield, ILSangamonIllinois62703

City

County

ZIP Code

8. If applicable, date on which the company first did business in Illinois:
- upon qualification

(continued on back page)

LLC-45.5

9. Purpose or purposes for which the company is organized and proposes to conduct business in Illinois: (Include the Business Code # from IRS Form 1065.)
513300 - Diversified communications company engaged in connecting customers to the telephone network, providing switched services and dedicated private lines, connecting customers to long distance service providers, providing internet access, and providing many other services commonly associated with Competitive Local Exchange Carriers
10. The Limited Liability Company:
☒ is managed by a manager or managers
☐ has management vested in the member or members
11. The Illinois Secretary of State is, hereby, appointed the agent of the Limited Liability Company for service of process under the circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.
12. This application is accompanied by a Certificate of Good Standing or Existence, as well as a copy of the Articles of Organization, as amended, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.
13. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date also must be submitted.
14. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated January 29, 2007
Month/Day Year
Signature (Must comply with Section 5-15 of ILCA.)
Bandwidth.com, Inc., Manager
Name and Title (type or print)
David Morken, President

If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC. Please refer to Sections 178.20(d) of the Administrative Rules.